

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF DELAWARE**

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In re	:	Chapter 11
	:	
TERRAFORM LABS PTE. LTD.,	:	Case No. 24-10070 (BLS)
	:	
Debtor.¹	:	
	:	Re: Docket No. 21
	X	

**CERTIFICATION OF COUNSEL REGARDING REVISED INTERIM
ORDER (I) AUTHORIZING DEBTOR TO USE TREASURY
MANAGEMENT SYSTEM, (II) AUTHORIZING CONTINUATION
OF INTRACOMPANY AND INTERCOMPANY TRANSACTIONS,
(III) EXTENDING TIME TO COMPLY WITH REQUIREMENTS OF
11 U.S.C. § 345(b), AND (IV) GRANTING RELATED RELIEF**

The undersigned hereby certifies as follows:

1. On January 30, 2024, Terraform Labs Pte. Ltd., as debtor and debtor in possession in the above-captioned chapter 11 case (the “**Debtor**”), filed the *Motion of Debtor for Entry of Interim and Final Orders (I) Authorizing Debtor to Use Treasury Management System, (II) Authorizing Continuation of Intracompany and Intercompany Transactions, (III) Extending Time to Comply with Requirements of 11 U.S.C. § 345(b), and (IV) Granting Related Relief* [Docket No. 21] (the “**Motion**”) with the United States Bankruptcy Court for the District of Delaware (the “**Court**”). Attached to the Motion as Exhibit A was a proposed form of order granting the relief sought therein on an interim basis (the “**Proposed Interim Order**”).

2. On January 31, 2024, the Court held an initial hearing (the “**First Day Hearing**”) to consider, among other things, the relief requested in the Motion. At the First Day

¹ The Debtor’s principal office is located at 1 Wallich Street, #37-01, Guoco Tower, Singapore 078881.

Hearing, the Court indicated that it would enter the Proposed Interim Order, subject to the Debtor resolving the issues raised at the First Day Hearing by the Office of the United States Trustee for the District of Delaware (the “**U.S. Trustee**”) and the United States Securities and Exchange Commission (the “**SEC**”) with respect to the Proposed Interim Order.

3. The Debtor has engaged with the U.S. Trustee and the SEC to resolve their issues with the Proposed Interim Order and the Debtor has prepared a revised version of the Proposed Interim Order (the “**Revised Interim Order**”) resolving such issues. A copy of the Revised Interim Order is attached hereto as **Exhibit 1**. For the convenience of the Court and all parties in interest, a blackline comparison of the Revised Interim Order marked against the Proposed Interim Order is attached hereto as **Exhibit 2**.

4. The Revised Interim Order has been circulated to the U.S. Trustee and the SEC, and the aforementioned parties do not object to the entry of the Revised Interim Order. The SEC has reserved its rights regarding certain relief requested in the Motion, as set forth in the Revised Interim Order.

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WHEREFORE, the Debtor respectfully requests that the Revised Interim Order, in the form attached hereto as **Exhibit 1**, be entered at the earliest convenience of the Court.

Dated: February 2, 2024
Wilmington, Delaware

/s/ Matthew P. Milana

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